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June 20, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

*****1872109
-06/24/96--00004--014
****122.50 ****122.50

RE: Incorporation papers for: **SPIDER Capital CORPORATION**

Dear Sir:

Enclosed is a check for \$122.50, which is to pay the filing fee of \$70.00 plus \$52.50 for a return certified copy of the Articles of Incorporation.

Regards,

Raymond O. Rose

Raymond O. Rose
Incorporator & Registered Agent

Spider Capital Corporation.
1912 University Drive, Suite 203
Davie, FL 33324

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96 JUN 21 AM 9:59
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. REGISTER JUN 24 1996

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CLERK
DAVIE, FLORIDA

ARTICLES OF INCORPORATION

OF

SPIDER CAPITAL CORPORATION

I, the undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be *SPIDER CAPITAL CORPORATION* and the principal office shall be located at:

1912 University Drive, Suite 203
Davie, Florida 33324

ARTICLE II

The corporation is authorized to conduct any and all business not prohibited and exercise any and all powers permitted by the Laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of two classes of common stock and one class of preferred stock.

The maximum number of shares of Common Stock that this Corporation is authorized to have outstanding at any one time is TWO MILLION (2,000,000) shares of Class "A" Voting Common Stock with a par value of \$0.001 (one mil) and NINETY-EIGHT MILLION (98,000,000) shares of Class "B" Non-Voting Common Stock with a par value of \$0.01 (One Cent).

The Class "A" Voting Common Stock shares shall have non-cumulative voting rights, no pre-emptive rights, and be non-assessable.

The Class "B" Non-Voting Common Stock shares shall have no pre-emptive rights, and be non-assessable.

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This Corporation shall also have TWENTY-FIVE MILLION shares of Preferred Stock with a par value of \$1.00 (One Dollar) per share, which may be issued in different series. For each series, the Board of Directors of this Corporation may set different dividend rates, conversion rates (if convertible), voting privileges (if any), redemption terms (if redeemable) and any other terms and conditions deemed by them to be appropriate.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The street address of the initial registered office of this corporation is

Spider Capital Corporation
1912 University Drive, Suite 203
Davie, Florida 33324

and the name of the initial registered agent of this corporation at that address is Raymond O. Rose. The Corporation may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

ARTICLE VI

The Board of Directors of this corporation shall consist of not less than one member, initially. The number may be increased or diminished from time to time, but shall never be less than one.

ARTICLE VII

The name and address of the member of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified is:

Raymond O. Rose
4155 S.W. 67th Avenue, Apt. 201-B
Davie, Florida 33314

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FBI - NEW YORK

ARTICLE VIII

The management and control of the business of the corporation shall be conducted under the direction of the Board of Directors by the following officers who shall be elected by the Board of Directors, to-wit: a President, one or more Vice-Presidents, one or more Assistant Vice-Presidents, a Treasurer, one or more Assistant Treasurers, a Secretary, and one or more Assistant Secretaries. One or more offices may be held by the same person. The offices of President and that of Secretary may be held by the same person.

The Board of Directors, by resolution, may limit the specific duties, powers and authorizations to act of any officer. If, not limited by such a resolution, then the duties, powers and authorizations to act will be governed by the By-Laws of this Corporation.

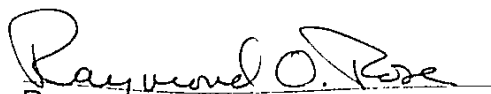
ARTICLE IX

The operation of this Corporation's business shall conform to its By-Laws as either adopted by the Board of Directors or as approved by a majority of the holders of the Corporation's Class "A" Voting Common Stock. Any portion of the By-Laws amended or approved by the holders of the Class "A" Voting Common Stock, may be amended only by those holders entitled to subsequently vote thereon.

ARTICLE X

These Articles of Incorporation may be amended by a resolution adopted by the Board of Directors and proposed to the Stockholders at a regular or special meeting and approved by a majority of the shares of Class "A" Common Stock entitled to vote thereon.

IN WITNESS WHEREOF, the initial Subscriber, Incorporator and Registered Agent has hereunto set his hand and seal this 20th day of June, 1996. The undersigned, Registered Agent acknowledges and states that he is familiar with and accepts the duties and responsibilities as Registered Agent for *Spider Capital Corporation*.


Raymond O. Rose
Incorporator and Registered Agent